



QUARTERLY STATEMENT

AS OF JUNE 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

WellCare Health Insurance of Illinois, Inc.

NAIC Group Code 01199 (Current Period), 01199 (Prior Period) NAIC Company Code 64467 Employer's ID Number 36-6069295

Organized under the Laws of Illinois, State of Domicile or Port of Entry Illinois

Country of Domicile United States

Licensed as business type: Life, Accident & Health Property/Casualty Hospital, Medical & Dental Service or Indemnity
 Dental Service Corporation Vision Service Corporation Health Maintenance Organization
 Other Is HMO, Federally Qualified? Yes No

Incorporated/Organized 03/27/1962 Commenced Business 08/31/1962

Statutory Home Office 29 North Wacker Dr, Suite 300, Chicago, IL, US 60606
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 8735 Henderson Road, Tampa, FL, US 33634, 813-290-6200
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address P.O. Box 31391, Tampa, FL, US 33631-3391
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 8735 Henderson Road, Tampa, FL, US 33634, 813-290-6200
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.wellcare.com

Statutory Statement Contact Trent Thornton, 813-206-3534
(Name) (Area Code) (Telephone Number) (Extension)
trent.thornton@wellcare.com, 813-675-2899
(E-mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Daniel Roland Paquin #</u>	<u>President, National Health Plans</u>	<u>Thomas Lacy Tran</u>	<u>CFO and Treasurer</u>
<u>Lisa Gonzalez Iglesias</u>	<u>Secretary</u>	<u>Maurice Sebastian Hebert</u>	<u>Asst Treasurer and Chief Accounting Officer</u>

OTHER OFFICERS

<u>Jesse Lee Thomas</u>	<u>President, South Division</u>	<u>Michael Anthony Minor</u>	<u>Region President</u>
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DIRECTORS OR TRUSTEES

<u>David Thomas Reynolds #</u>	<u>Thomas Lacy Tran</u>	<u>Edwin Earl Brooks</u>	<u>Maurice Sebastian Hebert</u>
<u>Lisa Gonzalez Iglesias</u>			

State of Florida

ss

County of Hillsborough

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Daniel Roland Paquin
President, National Health Plans

Thomas Lacy Tran
CFO and Treasurer

Maurice Sebastian Hebert
Asst Treasurer and CAO

a. Is this an original filing? Yes No

b. If no:

1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

Subscribed and sworn to before me this _____ day of _____

STATEMENT AS OF JUNE 30, 2013 OF THE WellCare Health Insurance of Illinois, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	1,887,013		1,887,013	178,411
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$123,777,336), cash equivalents (\$295,926) and short-term investments (\$ 25,345,422)	149,418,684		149,418,684	155,351,502
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	151,305,697	0	151,305,697	155,529,913
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	81,334		81,334	39,515
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	95,066,884		95,066,884	9,554,499
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	1,831,560		1,831,560	8,579,588
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	149,644
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	1,841,873		1,841,873	3,043,768
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	11,905	11,905	0	0
24. Health care (\$9,239,075) and other amounts receivable	9,435,957	196,882	9,239,075	7,729,580
25. Aggregate write-ins for other than invested assets	4,931,339	2,521,739	2,409,600	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	264,506,549	2,730,526	261,776,023	184,626,507
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	264,506,549	2,730,526	261,776,023	184,626,507
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Other Non-Admitted Assets (Prepays)	686,339	686,339	0	0
2502. ASO Prepayments	4,245,000	1,835,400	2,409,600	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	4,931,339	2,521,739	2,409,600	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	106,111,728		106,111,728	92,687,693
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	1,266,592		1,266,592	1,359,556
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....	2,680,518		2,680,518	4,202,704
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	5,097,006		5,097,006	3,372,380
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	16,476,363		16,476,363	2,449,042
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable	73,548		73,548	3,838,479
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	256,197		256,197	257,115
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	12,131,127		12,131,127	7,874,822
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	7,119,855		7,119,855	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	151,212,934	0	151,212,934	116,041,791
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	132,298,516	117,298,516
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(24,235,427)	(51,213,800)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	110,563,089	68,584,716
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	261,776,023	184,626,507
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,728,226	1,222,387	2,596,797
2. Net premium income (including \$ non-health premium income).....	XXX	619,829,177	337,483,189	743,682,796
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	619,829,177	337,483,189	743,682,796
Hospital and Medical:				
9. Hospital/medical benefits		368,884,604	217,257,978	515,125,151
10. Other professional services		7,335,685	14,914,628	25,350,060
11. Outside referrals			0	0
12. Emergency room and out-of-area		34,125,481	37,128,463	59,972,914
13. Prescription drugs		129,014,821	101,422,383	195,522,445
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	0	539,360,591	370,723,452	795,970,570
Less:				
17. Net reinsurance recoveries		13,365,196	5,202,124	38,451,956
18. Total hospital and medical (Lines 16 minus 17)	0	525,995,395	365,521,328	757,518,614
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 7,886,018 cost containment expenses.....		18,307,745	12,948,453	26,691,688
21. General administrative expenses.....		36,736,850	15,497,944	38,143,523
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	581,039,990	393,967,725	822,353,825
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	38,789,187	(56,484,536)	(78,671,029)
25. Net investment income earned		256,780	170,168	364,517
26. Net realized capital gains (losses) less capital gains tax of \$			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	256,780	170,168	364,517
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	39,045,967	(56,314,368)	(78,306,512)
31. Federal and foreign income taxes incurred	XXX	13,285,264	(19,335,661)	(27,651,976)
32. Net income (loss) (Lines 30 minus 31)	XXX	25,760,703	(36,978,707)	(50,654,536)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	68,584,716	42,381,546	42,381,546
34. Net income or (loss) from Line 32	25,760,703	(36,978,707)	(50,654,536)
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	(1,201,895)	789,856	1,443,484
39. Change in nonadmitted assets	2,419,565	(3,226,252)	(4,679,431)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in	15,000,000	40,000,000	80,000,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	93,653	93,653
48. Net change in capital and surplus (Lines 34 to 47)	41,978,373	678,550	26,203,170
49. Capital and surplus end of reporting period (Line 33 plus 48)	110,563,089	43,060,096	68,584,716
DETAILS OF WRITE-INS			
4701. Prior Period Adjustments.....		93,653	93,653
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	93,653	93,653

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	529,029,675	339,969,206	736,674,348
2. Net investment income	218,146	145,784	336,476
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	529,247,821	340,114,990	737,010,824
5. Benefit and loss related payments	507,332,828	359,610,797	732,279,460
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	46,143,432	20,983,830	55,825,171
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	(742,057)	(14,578,756)	(27,953,849)
10. Total (Lines 5 through 9)	552,734,203	366,015,871	760,150,782
11. Net cash from operations (Line 4 minus Line 10)	(23,486,382)	(25,900,881)	(23,139,958)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	200,000	500,000
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	200,000	500,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,711,787	0	180,375
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,711,787	0	180,375
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(1,711,787)	200,000	319,625
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	15,000,000	40,000,000	80,000,000
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	4,265,351	(13,415,447)	5,249,576
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	19,265,351	26,584,553	85,249,576
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(5,932,818)	883,672	62,429,243
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	155,351,502	92,922,259	92,922,259
19.2 End of period (Line 18 plus Line 19.1)	149,418,684	93,805,931	155,351,502

STATEMENT AS OF JUNE 30, 2013 OF THE WellCare Health Insurance of Illinois, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	261,795	21,880	.0	.0	.0	.0	.0	.0	184,883	55,032
2. First Quarter	276,946	23,531	.0	.0	.0	.0	.0	1,461	204,714	47,240
3. Second Quarter	288,048	21,982	.0	.0	.0	.0	.0	2,016	203,034	61,016
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	1,728,226	140,853						9,578	1,231,623	346,172
Total Member Ambulatory Encounters for Period:										
7. Physician	800,112	10,519						7,684	781,909	
8. Non-Physician	557,280	12,219						2,625	542,436	
9. Total	1,357,392	22,738	0	0	0	0	0	10,309	1,324,345	0
10. Hospital Patient Days Incurred	102,716	8,101						2,399	92,216	
11. Number of Inpatient Admissions	20,522	688						313	19,521	
12. Health Premiums Written (a).....	620,524,094	41,679,075						9,127,124	537,182,546	32,535,349
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	620,524,094	41,679,075						9,127,124	537,182,546	32,535,349
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	507,332,828	124,525,265						5,255,478	346,859,428	30,692,657
18. Amount Incurred for Provision of Health Care Services	539,360,591	127,537,154						8,202,929	372,004,764	31,615,744

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 9,127,124

STATEMENT AS OF JUNE 30, 2013 OF THE WellCare Health Insurance of Illinois, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	5,224,513	120,044,407	84,462	6,217,375	5,308,975	4,388,368
2. Medicare Supplement .....					.0	.0
3. Dental only .....					.0	.0
4. Vision only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare	226	4,773,709		3,428,994	226	.0
7. Title XIX - Medicaid	74,517,401	276,922,035	745,006	93,897,408	75,262,407	87,087,517
8. Other health	1,174,060	29,915,010		1,738,483	1,174,060	1,211,809
9. Health subtotal (Lines 1 to 8).....	80,916,200	431,655,161	829,468	105,282,260	81,745,668	92,687,694
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....					.0	.0
13. Totals (Lines 9-10+11+12)	80,916,200	431,655,161	829,468	105,282,260	81,745,668	92,687,694

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of WellCare Health Insurance of Illinois, Inc. (the "Company"), domiciled in the state of Illinois, are presented on the basis of accounting practices prescribed or permitted by the Illinois Department of Insurance (the "Department").

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Illinois for determining and reporting the financial condition and results of operations of an insurance company for determining its solvency under Illinois insurance law. The National Association of Insurance Commissioners Accounting Practices and Procedures manual, ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Illinois. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. These modifications had no affect on statutory surplus.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Illinois is shown below:

	For the six month period ended June 30,	
	<u>2013</u>	<u>2012</u>
Net Income (Loss) - Illinois Basis	\$ 25,760,703	\$ (36,978,707)
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Net Income (Loss) - NAIC SAP	<u>\$ 25,760,703</u>	<u>\$ (36,978,707)</u>
	Balance at	
	<u>June 30, 2013</u>	<u>December 31, 2012</u>
Statutory Capital and Surplus - Illinois Basis	\$ 110,563,089	\$ 68,584,716
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Statutory Capital and Surplus - NAIC SAP	<u>\$ 110,563,089</u>	<u>\$ 68,584,716</u>

B. Uses of Estimates in the Preparation of the Financial Statements.

No significant change.

C. Accounting Policy

No significant change.

2. Accounting Changes and Correction of Errors

None.

3. Business Combinations and Goodwill

None.

4. Discontinued Operations

No significant change.

5. Investments

No significant change.

D. Loan-Backed Securities – None

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

No significant change.

8. Derivative Instruments

NOTES TO FINANCIAL STATEMENTS

None.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties.

The Company received capital contributions of \$7,000,000 on March 28, 2013 and \$8,000,000 on March 29, 2013 from its Parent Company, The WellCare Management Group, Inc.

11. Debt

None.

12. Retirement Plans, Deferred Compensation, Etc.

No significant change.

13. Capital and Surplus, Shareholder' Dividend Restrictions and Quasi-Reorganizations.

The Company received capital contributions of \$7,000,000 on March 28, 2013 and \$8,000,000 on March 29, 2013 from its Parent Company, The WellCare Management Group, Inc.

14. Contingencies

A. Contingent Commitments – No significant change.

B. Assessments – No significant change.

C. Gain Contingencies – No significant change.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits

No significant change.

E. All Other Contingencies

Summary:

The Company's ultimate parent, WellCare, is a party to a number of legal actions and regulatory investigations. These matters do not directly involve the Company and management does not expect the matters to have an impact on the Company's financial position.

Corporate Integrity Agreement

In April 2011, WellCare entered into a Corporate Integrity Agreement (the "Corporate Integrity Agreement") with Office of Inspector General of the Department of Health and Human Services ("OIG-HHS"). The Corporate Integrity Agreement has a term of five years and concludes the previously disclosed matters relating to WellCare under review by OIG-HHS. The Corporate Integrity Agreement requires various ethics and compliance programs designed to help ensure WellCare's ongoing compliance with federal health care program requirements. The terms of the Corporate Integrity Agreement include certain organizational structure requirements, internal monitoring requirements, compliance training, screening processes for new employees, reporting requirements to OIG-HHS, and the engagement of an independent review organization to review and prepare written reports regarding, among other things, WellCare's reporting practices and bid submissions to federal health care programs.

Other Lawsuits and Claims

Based on the nature of our business, we are subject to regulatory reviews or other investigations by state insurance and health care regulatory authorities and other state and federal regulatory authorities. These authorities regularly scrutinize the business practices of health insurance and benefits companies and their reviews focus on numerous facets of our business, including claims payment practices, provider contracting, competitive practices, commission payments, privacy issues and utilization management practices, among others. Some of these reviews have historically resulted in fines imposed on us and some have required changes to our business practices. We continue to be subject to such reviews, which may result in additional fines and/or sanctions being imposed or additional changes in our business practices.

NOTES TO FINANCIAL STATEMENTS

Separate and apart from the legal matters described above, we are also involved in other legal actions in the normal course of our business, including, without limitation, wage and hour claims and provider disputes regarding payment of claims. Some of these actions seek monetary damages, including claims for liquidated or punitive damages, which are not covered by insurance. We review relevant information with respect to litigation matters and we update our estimates of reasonably possible losses and related disclosures. We accrue an estimate for contingent liabilities, including attorney's fees related to these matters, if a loss is deemed probable and is estimable. Currently, we do not expect that the resolution of any currently pending actions, either individually or in the aggregate, will differ materially from our current estimates or have a material adverse effect on our results of operations, financial position, and cash flows. However, the outcome of any legal actions cannot be predicted, and therefore, actual results may differ from those estimates.

15. Leases

No significant change.

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk.

No significant change.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities.

No significant change.

C. Wash Sales – None

18. Gain or Loss to the Reporting Entity From Uninsured Plans and the Uninsured Portion of Partially Insured Plans.

No significant change.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

No significant change.

20. Fair Value Measurement

The company has no assets disclosed at fair value at June 30, 2013.

21. Other Items

Effective July 5, 2013, Centene terminated its Medicaid contract with the Commonwealth of Kentucky and is no longer servicing members. Consequently, on July 6, 2013, approximately 57,000 members were transferred to the Company as part of the Commonwealth's transition process and we began servicing the members as of that date.

22. Events Subsequent

All required regulatory approval was received, effective August 1, 2013, for the Company's redomestication from Illinois to Kentucky. In accordance with the amended and restated articles of incorporation, the new legal name of the entity will be WellCare Health Insurance Company of Kentucky, Inc. Subsequent to the redomestication, the Company will present its financial statements on the basis of accounting practices prescribed or permitted by the Kentucky Department of Insurance.

23. Reinsurance.

The Company's current reinsurance agreement with Westport Insurance Corporation, a Swiss Re subsidiary, has a retention limit of \$1,000,000. Premiums ceded under this reinsurance agreement were \$759,881 for the six months ending June 30, 2013. The recoveries under this agreement were \$649,626 for the same period.

The Company had a reinsurance agreement with an affiliate, Comprehensive Reinsurance, Ltd. ("CompRe") that was termed effective December 31, 2012. Reinsurance recoveries reported represent only claims paid in excess of the retention limit during the period. Recoveries recorded under this treaty were \$12,715,570 for the six months ending June 30, 2013.

The Company assumes risk on out-of-network claims incurred on MA point-of-service products offered by an affiliate, WellCare of Texas, Inc. Premiums assumed under these reinsurance agreements were \$62,378 for the six month period ending June 30, 2013. Claims incurred under the reinsurance agreements were \$255,687 for 2013.

NOTES TO FINANCIAL STATEMENTS

24. Retrospectively Rated Contracts

None.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims expense attributable to insured events of the prior year decreased by \$10,942,026 during 2013. This is approximately 12% of unpaid claims expenses of \$92,687,693 as of December 31, 2012. Excluding the prior period development related to the release of the provision for moderately adverse conditions, medical benefits expense for the period ending June 30, 2013 was impacted by approximately \$1,331,526 of net favorable development related to prior periods. This development is primarily the result of lower than anticipated claims in the Company's Kentucky Medicaid program.

Statement of Statutory Accounting Principles (SSAP) No. 85 – *Claim Adjustment Expenses* requires that claim adjustment expenses, including legal expenses, be subdivided into cost containment expenses and other claim adjustment expenses. Cost containment expenses are intended to reduce the number of health services provided or the cost of such services. Other claim adjustment expenses are all other costs which do not meet the definition of cost containment expenses. Cost containment expenses were \$7,886,018 for the six month period ending June 30, 2013.

26. Intercompany Pooling

None.

27. Structured Settlements

None.

28. Health Care Receivables

No significant change.

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes.
.....
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2007
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/15/2009
- 6.4 By what department or departments?
Illinois Department of Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

- 9.2 Has the code of ethics for senior managers been amended? Yes No

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes No

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$0

13. Amount of real estate and mortgages held in short-term investments: \$0

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No

- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No

If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$
- 16.3 Total payable for securities lending reported on the liability page \$

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [] No [X]

- 17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address

- 17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

- 17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes [X] No []

- 18.2 If no, list exceptions:
.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

- 1. Operating Percentages:
 - 1.1 A&H loss percent 86.1 %
 - 1.2 A&H cost containment percent 1.3 %
 - 1.3 A&H expense percent excluding cost containment expenses %
- 2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date..... \$ _____
- 2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date..... \$ _____

STATEMENT AS OF JUNE 30, 2013 OF THE WellCare Health Insurance of Illinois, Inc.

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	L	6,844,105						6,844,105	
2. Alaska	AK	L							0	
3. Arizona	AZ	L							0	
4. Arkansas	AR	L	7,951,632						7,951,632	
5. California	CA	L							0	
6. Colorado	CO	L	4,388,920						4,388,920	
7. Connecticut	CT	L	7,214,219						7,214,219	
8. Delaware	DE	L							0	
9. Dist. Columbia	DC	L							0	
10. Florida	FL	L							0	
11. Georgia	GA	L							0	
12. Hawaii	HI	L							0	
13. Idaho	ID	L							0	
14. Illinois	IL	L							0	
15. Indiana	IN	L							0	
16. Iowa	IA	L							0	
17. Kansas	KS	L							0	
18. Kentucky	KY	L	41,679,075	9,127,124	537,182,546				587,988,745	
19. Louisiana	LA	L							0	
20. Maine	ME	L							0	
21. Maryland	MD	L							0	
22. Massachusetts	MA	L							0	
23. Michigan	MI	L							0	
24. Minnesota	MN	L	2,357,549						2,357,549	
25. Mississippi	MS	L							0	
26. Missouri	MO	L							0	
27. Montana	MT	L	895,823						895,823	
28. Nebraska	NE	L							0	
29. Nevada	NV	L							0	
30. New Hampshire	NH	L							0	
31. New Jersey	NJ	L							0	
32. New Mexico	NM	L							0	
33. New York	NY	L							0	
34. North Carolina	NC	L							0	
35. North Dakota	ND	L							0	
36. Ohio	OH	L							0	
37. Oklahoma	OK	L							0	
38. Oregon	OR	L							0	
39. Pennsylvania	PA	L							0	
40. Rhode Island	RI	L	2,883,101						2,883,101	
41. South Carolina	SC	L							0	
42. South Dakota	SD	L							0	
43. Tennessee	TN	L							0	
44. Texas	TX	L							0	
45. Utah	UT	L							0	
46. Vermont	VT	L							0	
47. Virginia	VA	L							0	
48. Washington	WA	L							0	
49. West Virginia	WV	L							0	
50. Wisconsin	WI	L							0	
51. Wyoming	WY	L							0	
52. American Samoa	AS	L							0	
53. Guam	GU	L							0	
54. Puerto Rico	PR	L							0	
55. U.S. Virgin Islands	VI	L							0	
56. Northern Mariana Islands	MP	L							0	
57. Canada	CAN	L							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		74,214,424	9,127,124	537,182,546	0	0	0	620,524,094	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 43		74,214,424	9,127,124	537,182,546	0	0	0	620,524,094	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

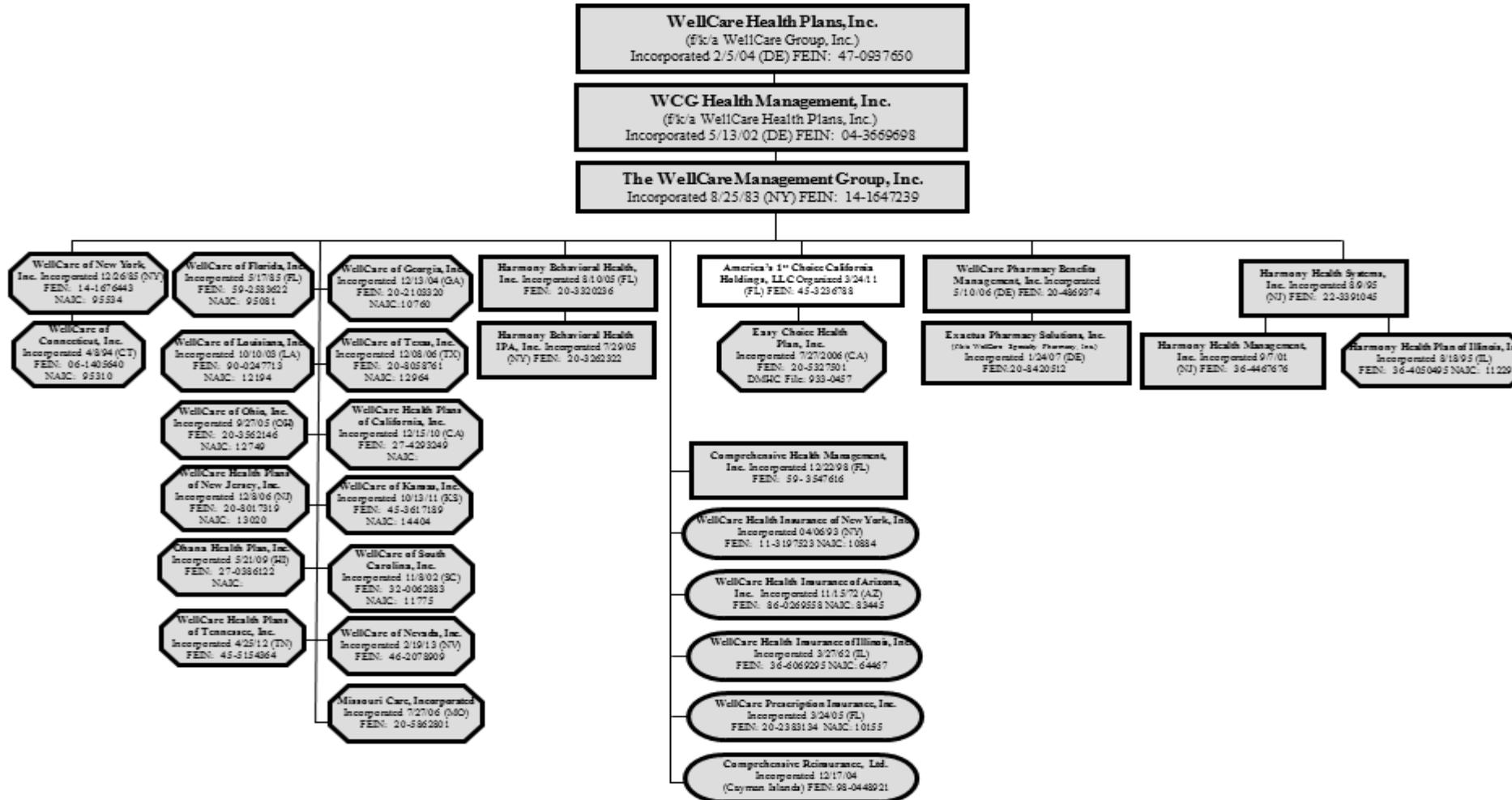
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



The WellCare Group of Companies

(as of June 30, 2013)



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STATEMENT AS OF JUNE 30, 2013 OF THE WellCare Health Insurance of Illinois, Inc.

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01199	WellCare Health Plans Inc.	95310	14-1647239				WellCare of Connecticut Inc.	CT	IA	WellCare of New York, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	95081	59-2583622				WellCare of Florida Inc.	FL	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	59-3547616				Comprehensive Health Management Inc.	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	14-1647239				The WellCare Management Group, Inc.	NY	UDP	WCG Health Management, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	95534	14-1676443				WellCare of New York Inc.	NY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-3320236				Harmony Behavioral Health Inc.	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	11229	36-4050495				Harmony Health Plan of Illinois Inc.	IL	IA	Harmony Health Systems, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12194	90-0247713				WellCare of Louisiana Inc.	LA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	22-3391045				Harmony Health Systems Inc.	IL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	36-4467676				Harmony Health Management Inc.	IL	NIA	Harmony Health Systems, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	47-0937650			NYSE	WellCare Health Plans Inc.	FL	UIP	Shareholders.		0.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	04-3669698				WCG Health Management Inc.	FL	UIP	WellCare Health Plans, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	10760	20-2103320				WellCare of Georgia Inc.	GA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	98-0448921				Comprehensive Reinsurance Ltd.	KY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	10155	20-2383134				WellCare Prescription Insurance Inc.	FL	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12749	20-3562146				WellCare of Ohio Inc.	OH	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-3262322				Harmony Behavioral Health IPA Inc.	NY	NIA	Harmony Behavioral Health, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-4869374				WellCare Pharmacy Benefits Management In.	DE	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	83445	86-0269558				WellCare Health Insurance of Arizona Inc.	AZ	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	64467	36-6069295				WellCare Health Insurance of Illinois In.	IL	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12956	11-3197523				WellCare Health Insurance of New York In.	NY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	13020	20-8017319				WellCare Health Plans of New Jersey Inc.	NJ	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12964	20-8058761				WellCare of Texas Inc.	TX	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-8420512				Exactus Pharmacy Solutions, Inc.	DE	NIA	WellCare Pharmacy Benefits Management	Ownership	100.0	WellCare Health Plans, Inc.	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....YES.....

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	178,411	499,651
2. Cost of bonds and stocks acquired	1,711,787	180,375
3. Accrual of discount	0	576
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration for bonds and stocks disposed of	0	500,000
7. Deduct amortization of premium	3,184	2,192
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,887,013	178,411
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	1,887,013	178,411

STATEMENT AS OF JUNE 30, 2013 OF THE WellCare Health Insurance of Illinois, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	103,929,723	222,932,039	299,325,623	(7,779)	103,929,723	27,528,361	0	61,040,198
2. Class 2 (a).....	0	0	0	0	0	0	0	0
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0	0	0	0	0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	103,929,723	222,932,039	299,325,623	(7,779)	103,929,723	27,528,361	0	61,040,198
PREFERRED STOCK								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	0	0	0	0	0	0	0	0
10. Class 3.....	0	0	0	0	0	0	0	0
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	103,929,723	222,932,039	299,325,623	(7,779)	103,929,723	27,528,361	0	61,040,198

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$0 ; NAIC 2 \$0 ;
NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	25,345,422	XXX	25,352,075	3,833	21,703

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	35,861,787	1,604,025
2. Cost of short-term investments acquired	345,986,176	225,199,965
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	356,494,627	190,933,607
7. Deduct amortization of premium.....	7,915	8,596
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	25,345,422	35,861,787
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	25,345,422	35,861,787

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	25,000,000	79,146,042
2. Cost of cash equivalents acquired	296,295	25,000,000
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals	25,000,000	79,146,042
7. Deduct amortization of premium	368	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	295,926	25,000,000
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	295,926	25,000,000

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE



**SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2013 OF THE WellCare Health Insurance of Illinois, Inc.
 MEDICARE PART D COVERAGE SUPPLEMENT**

(Net of Reinsurance)

NAIC Group Code.....01199

NAIC Company Code.....64467

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected.....	31,815,131	XXX		XXX	31,815,131
2. Earned Premiums	31,013,163	XXX		XXX	XXX
3. Claims Paid.....	30,692,657	XXX		XXX	30,692,657
4. Claims Incurred.....	31,615,744	XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing – Claims Paid Net of Reimbursements Applied (a).....	XXX		XXX		.0
6. Aggregate Policy Reserves - Change.....	(1,522,186)	XXX		XXX	XXX
7. Expenses Paid.....	3,876,443	XXX		XXX	3,876,443
8. Expenses Incurred.....	3,876,443	XXX		XXX	XXX
9. Underwriting Gain or Loss.....	(2,956,838)	XXX	.0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	(2,753,969)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$0 due from CMS or \$7,119,855 due to CMS